

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

FOUNDRY NETWORKS, INC., a Delaware Corporation,)	
)	
Plaintiff,)	
)	
v.)	Civil Action No. 06-470-SLR
)	
ALCATEL USA RESOURCES, INC. a Delaware Corporation,)	(JURY TRIAL DEMANDED)
ALCATEL INTERNETWORKING, INC., a California Corporation,)	
COMPAGNIE FINANCIÈRE ALCATEL a French Corporation, and)	PUBLIC VERSION
ALCATEL S.A., a French Corporation,)	
)	
Defendants.)	

**DECLARATION OF JAMES E. PARSONS IN SUPPORT OF FOUNDRY'S
OPPOSITION TO DEFENDANTS' MOTION TO DISMISS
UNDER RULE 12(b)(2)**

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Foundry Networks, Inc.*

Dated: November 22, 2006
Public Version: November 30, 2006

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FOR THE DISTRICT OF DELAWARE**

FOUNDRY NETWORKS, INC.,)	
a Delaware Corporation,)	
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Plaintiff,)	
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v.)	Civil Action No. 06-470-SLR
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ALCATEL USA RESOURCES, INC.)	
a Delaware Corporation,)	(JURY TRIAL DEMANDED)
ALCATEL INTERNETWORKING, INC.,)	
a California Corporation,)	PUBLIC VERSION
COMPAGNIE FINANCIÈRE ALCATEL)	
a French Corporation, and)	
ALCATEL S.A.,)	
a French Corporation,)	
)	
Defendants.)	

**DECLARATION OF JAMES E. PARSONS IN SUPPORT OF FOUNDRY'S
OPPOSITION TO DEFENDANTS' MOTION TO DISMISS
UNDER RULE 12(b)(2)**

I, James E. Parsons, declare as follows:

1. My name is James E. Parsons. I am over the age of eighteen years, of sound mind, and competent to make this Declaration: I have personal knowledge of the facts contained here and can testify to their truthfulness.
2. I am employed by Foundry Networks, Inc. ("Foundry"). My title is Associate General Counsel and I perform legal services for Foundry.
3. I am directly responsible for overseeing Foundry's intellectual property activities, including the negotiation and execution of licensing agreements with third parties, as well as the management of litigation.

4. Among other things, I have been directly involved in licensing and settlement discussions related to the patent infringement suit filed by Alcatel USA Resources, Inc. and Alcatel Internetworking, Inc. against Foundry in the U.S. District Court for Delaware, Docket No. 05-418-SLR (filed on June 21, 2005) (the "Delaware litigation"). As part of these discussions, I have on several occasions spoken to Pascal Chauvin and Eric Lucas over the telephone and in person.

5. REDACTED

6. It has been communicated to me by Mr. Chauvin and by Mr. Lucas that Mr. Chauvin has authority to make final litigation settlement decisions for Alcatel, including the Alcatel entities who are plaintiffs in the patent case, concerning the patent infringement lawsuit with Foundry, and to decide whether to grant a license to Foundry under the patents in suit, and more generally, to the entire Alcatel portfolio. Mr. Lucas has communicated to me that he reports to Mr. Chauvin with respect to the patent litigation and licensing/settlement negotiations with Foundry.

7. Mr. Chauvin is French, and he and Eric Lucas have told me that Mr. Chauvin lives in France.

8. My understanding based on my interactions with and communications with Mr. Chauvin and Mr. Lucas is that Mr. Chauvin is employed by either Alcatel (France) and/or Compagnie Financière Alcatel. Mr. Chauvin is not employed, as far as I know, by the plaintiffs in the patent case with Foundry.

9. My understanding is that Mr. Lucas is currently employed by an Alcatel entity other than the plaintiffs in the patent case with Foundry,

REDACTED

, a true copy of which is attached as part of Exhibit A hereto, and my other interactions with Mr. Lucas.

10. REDACTED

I declare under penalty of perjury under the laws of the United States of America that the foregoing statements are true and correct.

Dated: November 21, 2006
Public Version: November 30, 2006

/s/ James E. Parsons
James E. Parsons

EXHIBIT A

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CERTIFICATE OF SERVICE

I, Philip A. Rovner, hereby certify that on November 30, 2006, the within document was filed with the Clerk of the Court using CM/ECF which will send notification of such filing(s) to the following; that the document was served on the following counsel as indicated; and that the document is available for viewing and downloading from CM/ECF.

BY HAND DELIVERY AND E-MAIL

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I hereby certify that on November 30, 2006 I have sent by E-mail and First-Class Mail the foregoing document to the following non-registered participants:

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